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Official Public Records

Tarrant County Texas

8/18/2010 4:04 PM

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Suzanne Henderson

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Submitter: SIMPLIFILE

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Electronically Recorded
Chesapeake Operating, Inc.

L0554116 AMENDMENT OF OIL AND GAS LEASE

STATE OF TEXAS §
§
COUNTRY OF TARRANT §

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, on March 1, 2007, **Shapiro and Sons, Ltd.**, a Texas limited partnership, whose collective address is 2015 Bay Club Drive, Arlington, Texas 76013 (the "Lessor"), executed and delivered unto **Four Sevens Resources Co., Ltd.**, a Texas limited partnership (the "Lessee"), whose address is 777 Taylor Street, Fort Worth, Texas 76102, an Oil and Gas Lease (the "Lease").

WHEREAS, Chesapeake Exploration Limited Partnership, the predecessor in interest to **Chesapeake Exploration L.L.C.** ("Chesapeake"), acquired all interest in and to said Lease through a Purchase and Sale Agreement by and between Lessee and Chesapeake, dated December 21, 2006 and effective December 1, 2006.

WHEREAS, **Total E&P USA, Inc.** ("Total"), whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease. Said Lease covers the lands described below:

7.599 acres of land, more or less, being all of Lot 3, Block 1, of the Dougherty Brothers Subdivision, a subdivision of the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Volume 388-121, Page 94, of the Plat Records of Tarrant County, Texas, and being the same property described as Tract II in the Warranty Deed filed for record in Volume 7099, Page 1380 of the Deed Records of Tarrant County, Texas; and also being the same property described in Memorandum of Lease filed for record as Instrument# D207148653 of the Official Public Records of Tarrant County, Texas.

WHEREAS, Lessor, Chesapeake and Total desire to amend the Lease by amending any and all pooling provisions contained therein;

NOW THEREFORE, for and in consideration of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which

is hereby acknowledged and confessed, the Lessor and Lessee do hereby amend the Lease as provided below:

Paragraph 7 of the lease, entitled "Pooling", is amended by adding at the end thereof the following addition:

"Provided however, notwithstanding any other provision in this lease, in the event Lessee plans to drill four or more laterals, in one or more wells, Lessee may form a unit for Horizontal Barnett wells consisting of up to 351.784 acres, plus a 10 percent variance, (preliminarily called the "Greenbriar Unit"), provided all Lessor's land covered by this lease is included in the unit."

The Lessor does by these presents ratify, confirm and adopt the Lease and the addendum thereto as amended hereby, and do further grant, let, lease and demise unto the Lessee all of the land described therein, together with all rights thereunder, under the same terms and conditions contained in the original lease, except as herein amended.

Executed by each party on the date set forth in their respective acknowledgments below, but effective for all purposes as of the date such instrument is filed for recording in the office of the county clerk.

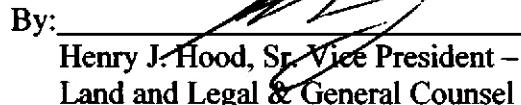
Lessor:

Shapiro and Sons, Ltd.
By: Shapiro Investments, LLC, a Texas
limited liability company,
its General Partner

By 
William R. Shapiro, Manager

Lessee:

**Chesapeake Exploration L.L.C.,
an Oklahoma limited liability company**

By: 
Henry J. Hood, Sr. Vice President –
Land and Legal & General Counsel

*JES
06/9
CSW*

TOTAL E&P USA, INC., a Delaware Corporation

By: Eric Bonnin
Eric Bonnin, Vice President- Business
Development and Strategy

ACKNOWLEDGMENTS

STATE OF TEXAS §
COUNTY OF TARRANT §

This instrument was acknowledged before me on the 21st day of June, 2010, by William R. Shapiro as Manager of Shapiro Investments, LLC, a Texas limited liability company, General Partner of Shapiro & Sons, Ltd. a Texas limited partnership, on behalf of said partnership.

Karen James Peterson
Notary Public, State of Texas



STATE OF OKLAHOMA §
COUNTY OF OKLAHOMA §

Before me, the undersigned, a Notary Public in and for said County and State, on this 14th day of July, 2010, personally appeared Henry J. Hood, Senior Vice President - Land and Legal & General Counsel of **Chesapeake Exploration L.L.C.**, an Oklahoma Limited Liability Company, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument and acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.

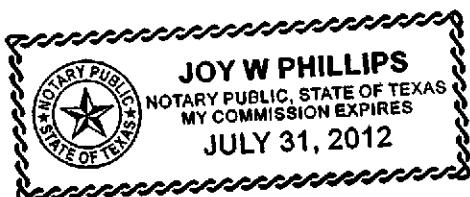


Jean R. Pursey
Notary Public, State of Oklahoma

STATE OF TEXAS
COUNTY OF HARRIS

Record & Return To:
Chesapeake Operating, Inc.
P.O. Box 18496
Oklahoma City, OK 73154

The foregoing instrument was acknowledged before me this 16th day of August, 2010, by Eric Bonnin as Vice President – Business Development and Strategy of **TOTAL E&P USA, INC.**, a Delaware corporation, as the act and deed and on behalf of such corporation.



Notary Public in and for the State of Texas